

EXHIBIT S

JUL. 2. 2001 1:06PM HBGM

NO. 799 P. 1/1

LAW OFFICES
HALL, BLOCH, GARLAND & MEYER, LLP

577 MULBERRY STREET
SUITE 1500
P.O. BOX 5088

MACON, GEORGIA 31208-5088

TELEPHONE 478-745-1625
FACSIMILE 478-741-8822
FACSIMILE 478-741-3544

R. KENNEDY HALL
BENJAMIN M. GARLAND
J. PATRICK MEYER, JR.
J. STEVEN STEWART
JOHN BURTON WILKERSON, JR.
DUNCAN D. WALKER, III
MARK E. TOTH
JOHN FLANDERS KENNEDY
TODD C. BROOKS
J. ELLSWORTH HALL, IV
EMILY K. TURNER

ELLSWORTH HALL, III
OF COUNSEL
J.E. HALL
(1870-1946)
CHARLES J. BLOCH
(1893-1974)
ELLSWORTH HALL, JR.
(1908-1984)

July 2, 2001

Scott B. Whittier, Esq.
Corporate Counsel
W. R. Grace & Company
7500 Grace Drive
Columbia, MD 21044

Via Facsimile No. (410) 531-4783

RE: Lester E. Kirkland, Jr. vs. Norfolk Southern Railway Company
State Court of Bibb County Re: W. R. Grace & Company's Indemnity
Agreements with Norfolk Southern Railway Company of December 15,
1980 and Supplemental Agreement of September 17, 1990

Dear Scott:

Further to our telephone conversation earlier today, this will confirm that the railroad has entered into a settlement agreement with Plaintiff's attorneys to settle this judgment for \$1.5 million.

As we discussed, I would appreciate your advice concerning any liability insurance available to Grace to respond to our indemnity claim.

Thanking you for your advice in this regard, I am

Sincerely,

Hall, Bloch, Garland & Meyer

By: 

Benjamin M. Garland

BMG/sj